



First Union Rail Corporation  
NC5811  
Commercial Leasing Group  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018  
Tel 847 318-7575  
847 318-7588

VIA UPS 2<sup>nd</sup> DAY AIR

RECORDATION NO. 22326-D FILED

May 6, 2002

MAY 08 '02

12-21 PM

**SURFACE TRANSPORTATION BOARD**



Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated January 25, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22326.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: CF Industries, Inc.  
One Salem Lake Drive  
Long Grove, IL 60047

A description of the railroad equipment covered by the enclosed document is one hundred (100) 4750 cu. ft., covered hopper cars with FURX marks (see Exhibit A for numbers).


A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Albany and Eastern Railroad Company, Lessee, covering one hundred (100) 4750 cu. ft., covered hopper cars with FURX marks (see Exhibit A for numbers).

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

  
Amy Carone  
Manager of Documentation

Enclosures

(CFI011)

ASSGN. NO. CFI011

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 25th day of January, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CF Industries, Inc. ("Lessee"), a Delaware corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 30, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 9 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 1, 2002, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: Vice President Sales & Marketing

By: K.A. Dombrowski

Name: K.A. DOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION Executed on this 1st day of Feb., 2002.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

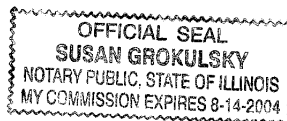
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1st day of February, 2002.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



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SURFACE TRANSPORTATION BOARD

**LESSEE:**

CF INDUSTRIES, INC.

By: [Signature]  
Name: John H. Sultenfuss  
Title: Senior Vice President - Marketing & Sales

**ATTEST:**

By: [Signature]  
Name: John J. Scott  
Title: Assistant Secretary

Executed on this 25th day of January, 2002.

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF LAKE

I, Vicki P. Gabrielsen, a Notary Public of the County and State aforesaid, certify that John H. Sultenfuss personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 25th day of January, 2002.

[Signature]  
Notary Public

Commission Expires:

June 19, 2005  
(Notary Public)



**EXHIBIT A  
TO MEMORANDUM OF LEASE**

NUMBER OF CARS: One hundred (100) cars

DESCRIPTION OF CARS: 4750 cu. ft. covered hopper cars, 263,000 lbs. capacity

CAR NUMBERS: See below:

FURX 818645	FURX 824077	FURX 829035
FURX 818674	FURX 824078	FURX 829036
FURX 818692	FURX 824079	FURX 829039
FURX 818699	FURX 824080	FURX 829041
FURX 818709	FURX 824081	FURX 829403
FURX 818730	FURX 826296	FURX 829429
FURX 818745	FURX 828005	FURX 829442
FURX 818754	FURX 828809	FURX 829457
FURX 822101	FURX 828815	FURX 829458
FURX 822123	FURX 828826	FURX 829459
FURX 824046	FURX 828829	FURX 829486
FURX 824048	FURX 828830	FURX 829491
FURX 824049	FURX 828857	FURX 829498
FURX 824051	FURX 828860	FURX 829506
FURX 824053	FURX 828863	FURX 829533
FURX 824054	FURX 828866	FURX 829535
FURX 824056	FURX 828876	FURX 829537
FURX 824057	FURX 828928	FURX 829540
FURX 824058	FURX 828947	FURX 829583
FURX 824059	FURX 828948	FURX 829586
FURX 824060	FURX 828952	FURX 829618
FURX 824061	FURX 828953	FURX 829624
FURX 824063	FURX 828966	FURX 829625
FURX 824064	FURX 828967	FURX 829628
FURX 824065	FURX 828973	FURX 829692
FURX 824066	FURX 828974	FURX 829708
FURX 824067	FURX 828976	FURX 829746
FURX 824068	FURX 828996	FURX 829753
FURX 824069	FURX 828998	FURX 829758
FURX 824070	FURX 829001	FURX 829772
FURX 824071	FURX 829004	FURX 829815
FURX 824073	FURX 829013	FURX 830284
FURX 824074	FURX 829029	Count: 100
FURX 824075	FURX 829033	